



Kenneth L. Lay
Chairman of the Board

RECEIVED

Enron Corp.
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JUN 21 2001
Vickie Nicholson
Shareholder Relations

June 20, 2001

Rocky Emery
Paine Webber, Inc.
Private Client Group
109 N. Post Oak Lane, Suite 150
Houston, TX 77024

RE: Sale of 86,665 shares of Enron Corp. to Company for Repayment of \$4,000,000 LOC plus accrued interest through June 19, 2001

Dear Rocky:

This letter is your authority to transfer the remaining 40,191 shares of Enron Corp. stock from the stock option award, Grant #5031, with an exercise date of 11/30/00, and 46,474 shares of Enron Corp. stock from the stock option award, Grant #5108, with an exercise date of 1/25/00, in Paine Webber Acct. **HM-E0133-ES** to the Enron Corp. Omnibus Paine Webber Acct. **HS-54630-EN** by or before Friday, June 21, 2001.

Please call Sherrie Gibson at 713/630-0103 should you have any questions.

Sincerely,

CC: Elaine Overturf
Pam Butler
Joanne Cortez
Sherrie Gibson

6-19-01
86,665 @ \$46.18

Endless possibilities.™

EC38648B0050283

**GOVERNMENT
EXHIBIT
4122**

Crim. No. H-04-25 (S-2)